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- and -

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Counsel to Take-Two Interactive Software, Inc.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

| | | |
|----------------------------|---|-------------------------|
| ----- | X | |
| In re | : | Chapter 11 |
| | : | |
| CIRCUIT CITY STORES, INC., | : | Case No. 08-35653 (KRH) |
| <i>et al.</i> , | : | |
| | : | JOINTLY ADMINISTERED |
| Debtors. | : | |
| ----- | X | |

**JOINDER OF TAKE-TWO INTERACTIVE SOFTWARE, INC. IN OBJECTIONS OF
LG ELECTRONICS USA INC., EASTMAN KODAK COMPANY AND SAMSUNG
AMERICA ELECTRONICS, INC. TO CONFIRMATION OF THE DEBTORS' FIRST
AMENDED JOINT PLAN OF LIQUIDATION**

Take-Two Interactive Software, Inc. (“Take-Two”), through its undersigned counsel, respectfully joins (the “**Joinder**”) in the Objections submitted by LG Electronics USA Inc. (Docket Number 5652), Eastman Kodak Company (Docket Number 5655), Samsung Electronics, Inc. (Docket Number 5681), and other similarly situated 503(b)(9) claimants who submitted objections (collectively, the “**Objections**”) to confirmation of the First Amended Joint Plan of Liquidation (the “**Plan**”) of Circuit City Stores, Inc. and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”). In support of this Joinder, Take-Two respectfully states as follows:

1. Take-Two timely asserted a request for payment from the Debtors, pursuant to section 503(b)(9) of title 11 of the United States Code (the “**Bankruptcy Code**”), of administrative expenses totaling approximately \$624,049.62 (the “**Administrative Expenses**”) for goods delivered in the ordinary course to the Debtors within twenty (20) days of the filing of the Debtors’ bankruptcy petition (the “**Petition Date**”).

2. Pursuant to the Debtors’ Fifty-Second Omnibus Objection (the “**52nd Omni**”), the Debtors seek (among other things) to temporarily disallow, pursuant to section 502(d) of the Bankruptcy Code, \$132,069.00 of the Administrative Expenses on the ostensible theory that Take-Two received that amount in allegedly preferential payments from the Debtors within ninety days of the Petition Date. Take-Two denies that it was the recipient of any preferential transfers.

3. The Court conducted a hearing with respect to the 52nd Omni on November 12, 2009, at the conclusion of which the Court took the matter under advisement. The Court has not yet ruled on the 52nd Omni.

4. Rather than burden the Court with duplicative argument and redundant submissions, Take-Two hereby joins in the Objections (including, without limitation, those submitted by LG Electronics USA Inc., Eastman Kodak Company, and Samsung Electronics, Inc.) and objects to the confirmation of the Plan for the reasons set forth in the Objections (including, without limitation, regarding the Plan's setoff and recoupment provisions), which Take-Two incorporates by reference as if fully set forth herein.

Dated: November 16, 2009
Richmond, Virginia

LECLAIRRYAN, A Professional Corporation

/s/ Christopher L. Perkins
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CERTIFICATE OF SERVICE

Pursuant to the *Order Pursuant to Bankruptcy Code Sections 102 and 105, Bankruptcy Rules 2002 and 9007, and Local Bankruptcy Rules 2002-1 and 9013-1 Establishing Certain Notice, Case Management and Administrative Procedures* entered on November 13, 2008 [Docket No. 130], I hereby certify that on this 16th day of November 2009 the foregoing was served upon the following parties via electronic mail.

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I further certify that the original of the foregoing was filed with the Court via the Clerk's CM/ECF electronic filing system on November 16, 2009.

/s/ Christopher L. Perkins
Counsel